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Jessica Kastin (JK 2288)

-and-

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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APPLICATION UNDER LOCAL BANKRUPTCY  
RULE 2090-1(b) FOR ADMISSION *PRO HAC VICE*

("PRO HAC VICE APPLICATION")

1. Jessica Kastin ("Movant"), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States District Court for

the Southern District of New York, and an associate with O'Melveny & Myers LLP ("O'Melveny"), hereby submits this application (the "Application") for an order permitting Tom A. Jerman of O'Melveny to practice pro hac vice before the United States Bankruptcy Court for the Southern District of New York, to appear and represent Delphi Corporation and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession (collectively, the "Debtors"), as special labor counsel, under Rule 2090-1(b) of the Local Bankruptcy Rules of the Southern District of New York (the "Local Rules"). In support of the Application, the Movant states as follows:

2. Tom A. Jerman is a partner at O'Melveny and has appeared regularly before numerous bankruptcy and district courts across the country. Based on the annexed certification, Mr. Jerman is admitted, practicing, and in good standing as a member of the bar of the District of Columbia, the United States District Courts for the District of Columbia, the Central, Northern, Southern and Eastern Districts of California, the District of Arizona, and the District of Maryland, the U.S. Courts of Appeals for the Third, Fourth, Sixth, Seventh, Eighth, Ninth, Eleventh, and District of Columbia Circuits, and the U.S. Supreme Court. Mr. Jerman has been practicing law since 1981. There are no disciplinary proceedings pending against Mr. Jerman.

3. The Movant requests that this Court allow this Application so that Mr. Jerman may file pleadings and appear and be heard at hearings in the above-referenced chapter 11 cases.

4. Pursuant to the annexed certificate, Mr. Jerman submits to the disciplinary jurisdiction of this Court for any alleged misconduct that occurs in the course, or the preparation, of these cases. In addition, as indicated on the attached certificate, Mr. Jerman has acquired or has access to a copy of the Local Bankruptcy Rules and is generally familiar with such rules.

5. Mr. Jerman agrees to pay a fee of \$25 on entry of an order granting his admission to practice pro hac vice.

Memorandum Of Law

6. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Movant respectfully requests that this Court enter an order (a) permitting Tom A. Jerman to appear pro hac vice in association with the Movant as special labor counsel for the Debtors in these chapter 11 cases and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
March 20, 2006

O'MELVENY & MYERS LLP

By: s/ Jessica Kastin  
Jessica Kastin (JK 2288)  
Times Square Tower  
7 Times Square  
New York, New York 10036  
(212) 326-2000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

CERTIFICATE

The undersigned certifies that he is eligible for admission to this Court, is admitted to practice, and is in good standing in the jurisdictions set forth in the Application, submits to the disciplinary jurisdiction of this Court for any alleged misconduct that arises in the course, or the preparation of, these chapter 11 cases pursuant to Local Bankruptcy Rules for the Southern District of New York, and has acquired or has access to a copy of such rules and is generally familiar with such rules.

Dated: Washington, DC  
March 20, 2006

  
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Tom A. Jerman  
O'MELVENY & MYERS LLP  
1625 Eye Street, NW  
Washington, DC 20006  
(202) 383-5300

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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ORDER UNDER LOCAL BANKRUPTCY  
RULE 2090-1(b) GRANTING ADMISSION *PRO HAC VICE*

("PRO HAC VICE ORDER")

Upon consideration of the motion (the "Motion") of Jessica Kastin, an associate with the law firm O'Melveny & Myers LLP, for the admission pro hac vice of Tom A. Jerman; and upon all of the proceedings had before the Court; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED that Tom A. Jerman is permitted to appear pro hac vice as special labor counsel to Delphi Corporation, et al., in the above-captioned chapter 11 cases; and it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated:        New York, New York  
                  March \_\_, 2006

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UNITED STATES BANKRUPTCY JUDGE